



CORPORATION SERVICE COMPANY*

RECORDATION NO. **LS 2** (//) **E** FILED

MAR 06 -06

2-39 PM

SURFACE TRANSPORTATION BOARD

March 3, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov



REF: 150764-1

Dear Barbara,

Enclosed are two (2) originals of the Memorandum of Railcar Lease dated as of January 11, 2006 between the following parties:

Names and address of the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC.
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: AMEREN ENERGY GENERATING COMPANY
1901 Chouteau Avenue MC6il St. Louis, MO 63103

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC. and Lessee: AMEREN ENERGY GENERATING COMPANY
covering 140 rail cars with reporting marks and numbers - CAEG 824501 - CAEG 824640 (OLD MARKS CAEG 24501 - CAEG 24640) - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25209 dated 09/24/04 and return one (i) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

M***R 06-06****2-39 PM****MEMORANDUM OF AMENDMENT TO SCHEDULE NO. 1**

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT TO SCHEDULE NO. 1, dated as of January ~~jj~~, 2006, is between THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation (the "Lessor"), and AMEREN ENERGY GENERATING COMPANY, (the "Lessee") acting through its agent, Ameren Energy Fuels and Services Company (the "Agent").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor the railcars identified on Schedule 1, attached hereto (the "Railcars"). under Schedule 1 to that certain Master Net Rail Car Lease, each dated as of August 31, 2004 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. Under Amendment to Schedule No. 1 to the Lease, the Lessor and Lessee amended Schedule No. 1 to reflect the change in the road numbers as indicated on Schedule 1 attached hereto.

C. A Memorandum of the Lease was recorded with the Surface Transportation Board on 9/24/04 under recordation number 25201-E.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

E. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC., AS LESSOR

By: Catherine Strick

Name: Catherine Strick

Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

The foregoing Memorandum of Amendment was acknowledged before me, the undersigned Notary

Public, in the County of Ar this/y[^] day of January, 2006 by

THE CIT GROUP/EQUIPMENT FINANCING, INC., as ts of THE CIT

GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation.

Notary Public

"nSSSS-

My commission expires: Sept. 3, 2006

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

AMEREN ENERGY GENERATING COMPANY,
AS LESSEE

By: AMEREN ENERGY FUELS AND
SERVICES COMPANY, as Agent

By: Robert K. Neff

Title: Vice President-Coal Supply

Date: 1/11/06

KS
KS
RWC
WTH 1/11/06

STATE OF MO)
) ss:
COUNTY OF St. Louis

The foregoing Memorandum of Amendment was acknowledged before me, the undersigned Notary Public, in the County of C/4tj rtf &- Lbui*> this 11 day of January, 2006 by Robert K. Neff, as Vice President of Ameren Energy Fuels and Services Company, as Agent.

Carolee L. Hines
Notary Public

My commission expires: Oct 1, 2009

[Notarial Seal]



Schedule A

Number of Cars

Equipment Description

140

4,200 C.F. aluminum bottom discharge coal hopper

1	CAEG	24501	53	CAEG	24553	105	CAEG	24605
2	CAEG	24502	54	CAEG	24554	106	CAEG	24606
3	CAEG	24503	55	CAEG	24555	107	CAEG	24607
4	CAEG	24504	56	CAEG	24556	108	CAEG	24608
5	CAEG	24505	57	CAEG	24557	109	CAEG	24609
6	CAEG	24506	58	CAEG	24558	110	CAEG	24610
7	CAEG	24507	59	CAEG	24559	111	CAEG	24611
8	CAEG	24508	60	CAEG	24560	112	CAEG	24612
9	CAEG	24509	61	CAEG	24561	113	CAEG	24613
10	CAEG	24510	62	CAEG	24562	114	CAEG	24614
11	CAEG	24511	63	CAEG	24563	115	CAEG	24615
12	CAEG	24512	64	CAEG	24564	116	CAEG	24616
13	CAEG	24513	65	CAEG	24565	117	CAEG	24617
14	CAEG	24514	66	CAEG	24566	118	CAEG	24618
15	CAEG	24515	67	CAEG	24567	119	CAEG	24619
16	CAEG	24516	68	CAEG	24568	120	CAEG	24620
17	CAEG	24517	69	CAEG	24569	121	CAEG	24621
18	CAEG	24518	70	CAEG	24570	122	CAEG	24622
19	CAEG	24519	71	CAEG	24571	123	CAEG	24623
20	CAEG	24520	72	CAEG	24572	124	CAEG	24624
21	CAEG	24521	73	CAEG	24573	125	CAEG	24625
22	CAEG	24522	74	CAEG	24574	126	CAEG	24626
23	CAEG	24523	75	CAEG	24575	127	CAEG	24627
24	CAEG	24524	76	CAEG	24576	128	CAEG	24628
25	CAEG	24525	77	CAEG	24577	129	CAEG	24629
26	CAEG	24526	78	CAEG	24578	130	CAEG	24630
27	CAEG	24527	79	CAEG	24579	131	CAEG	24631
28	CAEG	24528	80	CAEG	24580	132	CAEG	24632
29	CAEG	24529	81	CAEG	24581	133	CAEG	24633
30	CAEG	24530	82 ^	CAEG	24582	134	CAEG	24634
31	CAEG	24531	83	CAEG	24583	135	CAEG	24635
32	CAEG	24532	84	CAEG	24584	136	CAEG	24636
33	CAEG	24533	85	CAEG	24585	137	CAEG	24637
34	CAEG	24534	86	CAEG	24586	138	CAEG	24638
35	CAEG	24535	87	CAEG	24587	139	CAEG	24639
36	CAEG	24536	88	CAEG	24588	140	CAEG	24640
37	CAEG	24537	89	CAEG	24589			
38	CAEG	24538	90	CAEG	24590			
39	CAEG	24539	91	CAEG	24591			
40	CAEG	24540	92	CAEG	24592			
41	CAEG	24541	93	CAEG	24593			
42	CAEG	24542	94	CAEG	24594			
43	CAEG	24543	95	CAEG	24595			
44	CAEG	24544	96	CAEG	24596			
45	CAEG	24545	97	CAEG	24597			
46	CAEG	24546	98	CAEG	24598			
47	CAEG	24547	99	CAEG	24599			
48	CAEG	24548	100	CAEG	24600			
49	CAEG	24549	101	CAEG	24601			
50	CAEG	24550	102	CAEG	24602			
51	CAEG	24551	103	CAEG	24603			
52	CAEG	24552	104	CAEG	24604			